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NEW NUMBER

8/10

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN OHIO  
\*ALSO ADMITTED IN MARYLAND

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C.

20006-2973 5264  
TELEPHONE NO. 5264

JUL 17 1987 11 20 AM

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
440367 A AND A

INTERSTATE COMMERCE COMMISSION

July 17, 1987

7-198A014

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

No. ~~7-198A014~~  
Date JUL 17 1987  
Fee \$ 10.00  
ICC Washington, D.C.

ICC OFFICE OF  
TELETYPE  
JUL 17 10 56 AM '87  
MOTOR OPERATOR UNIT

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies of a Bill of Sale dated July 13, 1987, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Purchaser: MLB Consulting Corp.  
99 Cambridge Street  
Burlington, Massachusetts 01803

Seller: Wilson Railway Corp.  
901 Thomas Beck Road  
Des Moines, Iowa 50303

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed Bill of Sale to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

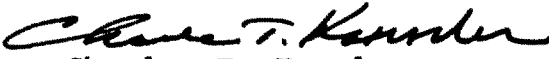
Counterparts - C.T. Kappler

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
July 17, 1987  
Page Two

A short summary of the enclosed primary document to  
appear in the Commission's Index is:

Bill of Sale dated July 13, 1987 from Wilson Railway  
Corp., Seller, to MLB Consulting Corp., Purchaser,  
covering three (3) EMD, GP 9 locomotives and  
four (4) EMD, GP 38 locomotives.

Very truly yours,

  
Charles T. Kappler

Enclosures

SCHEDULE A

<u>Previous Owner</u> <u>Road Unit #</u>	<u>Description</u>	<u>Builders' Serial #</u>	<u>Engine Serial #</u>	<u>New Owner Road Unit #</u>	<u>Purchase Price Including Refurbishment</u>
BN/1941	EMD GP-9, 1750 HP, 120-Ton Locomotive	5560-5	58-C-65	MLB/902	\$ 50,000
C&O/5933	EMD GP-9, 1750 HP, 120-Ton Locomotive	5402-5	78-L3-1513	MLB/903	\$ 50,000
C&O/6210	EMD GP-9, 1750 HP, 120-Ton Locomotive	5542-5	56-J-16	MLB/901	\$ 50,000
UP/2600	EMD GP-38, 2000 HP, 129-Ton Locomotive	7767-6	62-A-76R	MLB/3801	\$120,000
UP/2604	EMD GP-38, 2000 HP, 129-Ton Locomotive	7694-7	77-B3-1524	MLB/3802	\$120,000
UP/2607	EMD GP-38, 2000 HP, 129-Ton Locomotive	7694-14	78-A3-1513	MLB/3803	\$120,000
UP/2617	EMD GP-38, 2000 HP, 129-Ton Locomotive	7694-1	62-C-73R	MLB/3804	\$120,000

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

July 17, 1987

Charles T. Kappler, Esq.  
Alvord and Alvord  
918 Sixteenth Street, N. W.  
Washington, D. C. 20006

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/17/87 at 11:00 AM, and assigned recordation number(s). I5264, I5265 and I5266

Sincerely yours,

*Norata R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

JUL 17 1987 - 11 09 AM

100 Copy

INTERSTATE COMMERCE COMMISSION  
Bill of Sale

For valuable consideration, the receipt of which is hereby acknowledged, Wilson Railway Corp. ("Wilson"), an Iowa corporation, having offices at 901 Thomas Beck Road, Des Moines, Iowa 50303, hereby sells, assigns, and transfers unto MLB Consulting Corp. ("MLB"), a Delaware corporation, having offices at 99 Cambridge Street, Burlington, Massachusetts 01803, all right, title, and interest in and to all of the equipment listed and described below (the "Equipment") for the prices shown:

<u>Previous Owner</u> <u>Road Unit #</u>	<u>Description</u>	<u>Builders' Serial #</u>	<u>Engine Serial #</u>	<u>New Owner</u> <u>Road Unit #</u>	<u>Purchase Price</u> <u>Including Refurbishment</u>
BN/1941	EMD GP-9, 1750 HP, 120-Ton Locomotive	5560-5	58-C-65	MLB/902	\$ 50,000
C&O/5933	EMD GP-9, 1750 HP, 120-Ton Locomotive	5402-5	78-L3-1513	MLB/903	\$ 50,000
C&O/6210	EMD GP-9, 1750 HP, 120-Ton Locomotive	5542-5	56-J-16	MLB/901	\$ 50,000
UP/2600	EMD GP-38, 2000 HP, 129-Ton Locomotive	7767-6	62-A-76R	MLB/3801	\$120,000
UP/2604	EMD GP-38, 2000 HP, 129-Ton Locomotive	7694-7	77-B3-1524	MLB/3802	\$120,000
UP/2607	EMD GP-38, 2000 HP, 129-Ton Locomotive	7694-14	78-A3-1513	MLB/3803	\$120,000
UP/2617	EMD GP-38, 2000 HP, 129-Ton Locomotive	7694-1	62-C-73R	MLB/3804	\$120,000
				<u>TOTAL</u>	<u>\$630,000</u>

- 2) Risk of Loss shall pass to MLB upon acceptance by MLB in writing of all refurbishment work to be done by Wilson on the Equipment.
- 3) Wilson hereby represents and warrants to MLB that Wilson is the sole and absolute owner of the Equipment and all interests therein, that the Equipment is free and clear of all liens, security interests, leases or rental contracts and encumbrances of any nature, and that Wilson has full right, power, and authority to sell the Equipment and to make this Bill of Sale. Wilson agrees to indemnify and defend MLB, its successors in title and assigns, from and against any claims of others with respect to the Equipment or otherwise arising from Wilson's breach of this warranty of title.

IN WITNESS WHEREOF, Wilson has caused this Bill of Sale to be signed and sealed in its name by its officers thereunto duly authorized this 13th day of July, 1987.

WILSON RAILWAY CORP.

Attest:

/s/Richard R. Wilson  
Richard R. Wilson, Secretary

By /s/Douglas A. Wilson  
Douglas A. Wilson, President

State of Iowa )  
County of Polk ) SS.

I, Cheryl A. Cummins, a notary public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Douglas A. Wilson personally known to me to be the President of Wilson Railway Corporation, a corporation, and Richard R. Wilson personally known to me to be the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed in the foregoing instrument, appeared before me this day in person and severally acknowledged that as such President and Secretary, they signed and delivered the said instrument and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation as their free and voluntary act and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth.

GIVEN under my hand and official seal this 13th day of July, 1987.

/s/Cheryl A. Cummins  
Notary Public

Commission expires June 11, 1996

ACCEPTED:

MLB CONSULTING CORP.

By /s/Richard A. Peters, President  
Richard A. Peters, President

Date July 13 1987